

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FILED
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2005 FEB 14 P 4: 22

U.S. DISTRICT COURT
DISTRICT OF MASS.

Civil Action No: 04-11667-RGS

T. ROWE PRICE TAX-FREE
HIGH YIELD FUND, INC., et al.,

Plaintiffs

v.

KAREN M. SUGHRUE, et al.,

Defendants

**STIPULATION TO EXTEND TIME TO RESPOND TO MOTION TO DISMISS
ORIGINAL COMPLAINT AND TO RESPOND TO AMENDED COMPLAINT**

Plaintiffs T. Rowe Price Tax-Free High Yield Fund, Inc., Smith Barney Income Funds/Smith Barney Municipal High Income Fund, Dryden National Municipals Fund, Inc., ACA Financial Guaranty Corporation and Lois and John Moore (collectively "Plaintiffs") and Defendants Karen M. Sughrue, Garry L. Crago, Jean W. Childs, Paula Edwards Cochran, G. Stevens Davis, Jr., Julia B. DeMoss, William R. Dill, Leslie A. Ferlazzo, Joyce Shaffer Fleming, Eric W. Hayden, Catherine Chapin Kobacker, Anne Marcus, Celeste Reid, Richard J. Sheehan, Jr., Joseph Short, Gregory E. Thomas, Susan K. Turben, Donald W. Kiszka and Advest, Inc. (collectively "Defendants"), hereby stipulate that the time in which Defendants may answer, move or otherwise respond to the Amended Complaint that was filed on January 20, 2005 is extended to and including March 1, 2005.

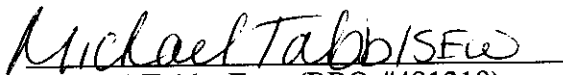
Plaintiffs and Defendants also hereby stipulate that the Plaintiffs will respond to the Motion to Dismiss the original Complaint, which certain of the defendants filed on January 20, 2005 – the same day that the Amended Complaint was filed – at the same time that they

respond to any motions or other responses to the Amended Complaint that are filed on or before March 1, 2005.

Respectfully submitted,

T. ROWE PRICE TAX-FREE HIGH
YIELD FUND, INC., SMITH BARNEY
INCOME FUNDS, SMITH BARNEY
MUNICIPAL HIGH INCOME FUND,
DRYDEN NATIONAL MUNICIPALS
FUND, INC., ACA FINANCIAL
GUARANTY CORPORATION, and LOIS
AND JOHN MOORE

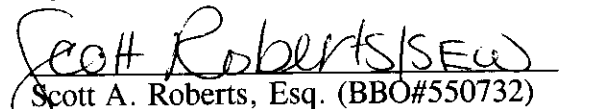
By their attorneys,

Michael Tabb, Esq. (BBO #491310)

Greene & Hoffman
125 Summer Street, Suite 1410
Boston, MA 02110

KAREN M. SUGHRUE, GARRY L.
CRAGO, JEAN W. CHILDS, PAULA
EDWARDS COCHRAN, G. STEVENS
DAVIS, JR., JULIA B. DeMOSS,
WILLIAM R. DILL, LESLIE A.
FERLAZZO, JOYCE SHAFFER
FLEMING, ERIC W. HAYDEN,
CATHERINE CHAPIN KOBACKER,
ANNE MARCUS, CELESTE REID,
RICHARD J. SHEEHAN, JR., JOSEPH
SHORT, GREGORY E. THOMAS, SUSAN
K. TURBEN, AND DONALD W.
KISZKA,

By their attorneys,

Scott A. Roberts, Esq. (BBO#550732)

A. Lauren Carpenter, Esq. (BBO#551258)
Sullivan Weinstein & McQuay, P.C.
Two Park Plaza
Boston, MA 02116
(617) 348-4340

ADVEST, INC.,

By its attorneys,

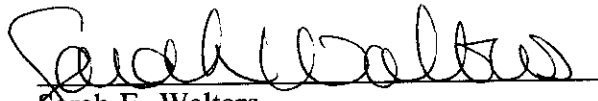
Jonathan L. Kotlier (BBO#545491)

Sarah E. Walters (BBO#638378)
Nutter, McClennen & Fish, LLP
World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2604
(617) 439-2000

February 14, 2005

CERTIFICATE OF SERVICE

I, Sarah E. Walters, hereby certify that a copy of the foregoing Stipulation to Extend Time to Respond to Motion to Dismiss Original Complaint and to Respond to Amended Complaint was delivered by first class mail, pre-paid, this 14th day of February, 2005 to all counsel of record.


Sarah E. Walters

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